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BEFORE THE ARIZONA CORPORATION COMMISSION

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Arizona Corporation Commission

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COMMISSIONERS

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AZ CORP COMMISSION
DOCKET CONTROL

DOCKETED BY

IN THE MATTER OF THE APPLICATION OF) DOCKET NOS. T-03654A-11-0441
LEVEL 3 COMMUNICATIONS, LLC FOR A)
LIMITED WAIVER OF THE PUBLIC UTILITY)
HOLDING COMPANIES AND AFFILIATED)
INTEREST RULES (A.A.C.R-14-2-801 et seq.) OR)
IN THE ALTERNATIVE, APPROVAL OF)
GUARANTEE UNDER A.A.C. R14-2-804)

**NOTICE OF FILING
AFFIDAVIT OF PUBLICATION**

Level 3 Communications, LLC, through undersigned counsel, hereby files the attached affidavit of publication.

RESPECTFULLY SUBMITTED this 22^d day of December 2011.

LEVEL 3 COMMUNICATIONS, LLC.

By

Michael W. Patten
Roshka DeWulf & Patten, PLC
One Arizona Center
400 East Van Buren Street, Suite 800
Phoenix, Arizona 85004

Original and 13 copies of the foregoing
filed this _____ day of December 2011 with:

Docket Control
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

1 Copy of the foregoing hand-delivered/mailed
2 this ____ day of December 2011 to:

3 Lyn A. Farmer, Esq.
4 Chief Administrative Law Judge
5 Hearing Division
6 Arizona Corporation Commission
7 1200 West Washington
8 Phoenix, Arizona 85007

9 Janice M. Alward, Esq.
10 Chief Counsel, Legal Division
11 Arizona Corporation Commission
12 1200 West Washington
13 Phoenix, Arizona 85007

14 Steve Olea
15 Director, Utilities Division
16 Arizona Corporation Commission
17 1200 West Washington
18 Phoenix, Arizona 85007

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By Mary Ippolito

THE ARIZONA REPUBLIC

IN THE MATTER OF THE
APPLICATION OF LEVEL 3
COMMUNICATIONS, LLC
FOR A LIMITED WAIVER OF
THE PUBLIC UTILITY
HOLDING COMPANIES AND
AFFILIATED INTEREST
RULES (A.A.C.
R14-2-801 et seq.)
DOCKET NO.
T-93654A-11-0441

Level 3 Communications, ("Applicant") filed an Application ("Application") on December 9, 2011, with the Arizona Corporation Commission ("Commission") in Docket No. T-93654A-11-0441 requesting a limited waiver of the Commission's Public Utility Holding Companies and Affiliated Interests Rules, A.A.C. R12-2-801 et seq. or in the alternative, approval to participate in certain arrangement regarding the issuance of an additional \$100 million in debt financing. The Application is available for inspection during regular business hours at the Commission's offices at 1200 West Washington Street, Phoenix, Arizona 85007, and at the office of Applicants' legal counsel, Michael W. Patten, Esq., Roshka DeWulf & Patten, PLC 400 East Van Buren Street, Suite 800, Phoenix, Arizona 85004. Intervention in the Commission's proceedings on the application shall be permitted to any person entitled by law to intervene and having a direct substantial interest in this matter. Persons desiring to intervene must file a Motion to Intervene with the Commission which must be served upon applicant and which, at a minimum shall contain the following information: (1) The name, address and telephone number of the proposed intervenor and of any person upon whom service of documents is to be made if different than the intervenor; (2) A short statement of the proposed intervenor's interest in the proceeding; (3) Whether the proposed intervenor desires a formal evidentiary hearing on the application and the reasons for such a hearing; (4) A statement certifying that a copy of the Motion to Intervene has been mailed to Applicant. Intervention shall be in accordance with A.A.C. R14-3-105, except that all Motions to Intervene must be filed on, or before, the 15th day after this notice.

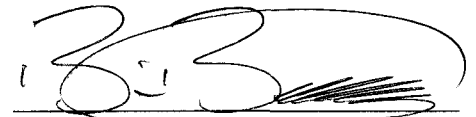
Pub: December 16, 2011

STATE OF ARIZONA }
COUNTY OF MARICOPA } SS.

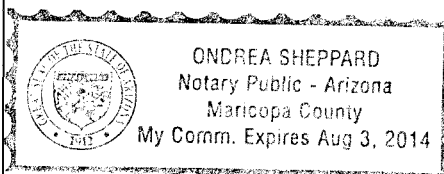

Brian Billings, being first duly sworn, upon oath deposes and says: That he is a legal advertising representative of the Arizona Business Gazette, a newspaper of general circulation in the county of Maricopa, State of Arizona, published at Phoenix, Arizona, by Phoenix Newspapers Inc., which also publishes The Arizona Republic, and that the copy hereto attached is a true copy of the advertisement published in the said paper on the dates as indicated.

The Arizona Republic

December 16, 2011



Sworn to before me this
16TH day of
December A.D. 2011

Notary Public